

ACT OF CONSTITUTION

OF

CARIBBEAN TOURIST ASSOCIATION

Filed at Curacao, N.W.I.

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REGISTRATION No. 991

We, the undersigned, in order to form a Foundation for the purpose hereunder stated, do hereby adopt the following Constitution:

FIRST ARTICLE: The name of the Foundation is

CARIBBEAN TOURIST ASSOCIATION.

SECOND ARTICLE: The legal seat of the Foundation (hereinafter called the "Association") shall be located in the city of Willemstad, Curacao, Netherlands Antilles. The principal business office of the Association shall be located at the place designated by the members.

THIRD ARTICLE: The objects or purposes to be transacted, promoted, or carried on by the Association are as follows:

1. To encourage and assist in the development of the tourist industries throughout the Caribbean area by:
 - (a) Providing an instrument for close collaboration among the various territories and countries concerned.
 - (b) Augmenting and assisting local promotional and development efforts of the members of the Association and acting as liaison between the members and sources of capital for development projects.
 - (c) Providing a liaison between the travel and transportation industries and members.
 - (d) Carrying out advertising and publicity measures calculated to focus the attention of the traveling public upon the Caribbean as one of the world's outstanding vacation areas.
 - (e) Encouraging the promotion of adequate passenger transportation services to and within the Caribbean area, and undertaking negotiations to procure or assist in the establishment of such additional services.
 - (f) Carrying out statistical and research work relating to travel trends and tourism development for the benefit of the members.
 - (g) Negotiating with Governments either directly or through the appropriate bodies for an easing of regulations and formalities tending to be barriers to tourist travel.
2. In the accomplishment of the foregoing objects and purposes there shall be equal opportunity for all to enjoy the facilities of the Caribbean area without distinction as to race, color or creed.

3. So far as may be necessary or incidental to the carrying out of the foregoing objects and purposes, to receive, acquire, hold, own, mortgage, pledge and dispose of monies, securities and any other property, real, personal or mixed, including the taking and holding thereof by governmental appropriation, gift, bequest, devise, purchase, lease or otherwise and without limit as to amount or value except such as is now or may hereafter be prescribed by law.
4. To enter into, make, perform and carry out contracts of every kind for any of the objects and purposes hereinbefore set forth, without limit as to amount, with any country, territory or other governmental unit or with any agency thereof or with any person, firm, association, corporation or other entity of any country, territory or other governmental unit; to have one or more offices in any part of the world.
5. To do all and everything necessary, suitable and proper for the carrying out of the objects of the Association provided that same be not inconsistent with the laws under which the Association is organized.

The Association is to be conducted and operated not for profit and the foregoing objects, purposes and powers are each and all subject to the limitation that no part of the net earnings of the Association, if any, shall inure to or be payable to or for the benefit of any member thereof.

FOURTH ARTICLE: The Association shall continue to exist so long as it carries out the functions for which it has been created.

FIFTH ARTICLE: The private property, income or assets of the individual members and officers of the Association shall not be subject to the payment of the Association's debts to any extent whatever.

SIXTH ARTICLE:

1. There shall be three classes of members of the Association:

- (a) Active members shall be:

Any country, territory, island or political division in the Caribbean area, or in lieu thereof, the appropriate government agency designated for any country, territory, island or political division in the Caribbean area.

Official organizations or government agencies which have not yet signified their intention of becoming active members of the Association may become active members upon receipt by the Association of written application requesting membership and the payment to the Association of the contribution as determined for such active member.

- (b) Allied members shall be:

Chambers of Commerce, recognized carriers, hotel associations, merchant associations, and similar organizations or bodies as may be deemed to qualify.
(Amended 3rd meeting, 1954)

- (c) Associate members shall be:

Hotels, Shops, Restaurants, Sightseeing operators, Tourist Companies, individuals and such other bodies as may be deemed to qualify. (Amended 3rd meeting, 1954).

2. Allied or associate membership shall be by invitation of the Association or by application, and shall commence upon the receipt by the Association of acceptance of the invitation or upon approval of the application by the Association, payment to the Association of such contributions as shall be assessed for such members and upon fulfillment of any other conditions that may be prescribed in the By-Laws.
3. Each active member shall have one vote at all meetings of the Association. Allied and associate members may attend and participate but may not vote at any such meeting.
4. Members of the Association of any classification may withdraw therefrom at any time by giving prior written notice to the Association before the next Annual General Meeting, which Meeting is provided for by the Constitution, such withdrawal not being effective until the end of the calendar year of the aforesaid annual general meeting. Membership shall likewise terminate upon failure to pay the annual contribution six months after the date when such contribution was due unless extended by vote of the Active members provided written notice of payment having fallen due was given. The termination of membership from any cause whatsoever shall operate as a release and termination of all right, title and interest in the property and assets of the Association for any indebtedness due up to the termination of membership. (Amended 3rd meeting, 1954).
5. For the purpose of establishing a fund for the operation of the Association the Active members shall contribute such sums as may be determined at each Annual Meeting for the following year.

The fiscal currency of the Association shall be the U.S. dollar. It shall be competent for the Association to accept contributions in currency other than the U.S. dollar as circumstances may warrant.
6. The Association may establish and put into effect such further rules, regulations and orders governing admission to membership, terminations of membership and duties and obligations of members as the By-Laws shall from time to time provide, and as shall not be inconsistent with Sections 1 through 4 of this Article.

SEVENTH ARTICLE:

1. The management of the business, property and affairs of the Association shall be vested in the Active members. Each active member shall have one vote. An Active member may be represented by a duly authorized person at any Meeting. There shall be no vote by proxy.
2. There may be an Executive Committee consisting of a Chairman, a Vice Chairman, and one member elected at the Annual Meetings to function as provided for in the By-Laws. The Executive Committee shall be at all times responsible to the Association for their actions and decisions. The Executive Committee shall carry on the activities of the Association during the period between annual meetings and offer counsel and advice, particularly on matters of policy, to the Executive Director.
3. The Association shall appoint and employ an Executive Director. The responsibilities and duties of the Executive Director shall be as outlined in the By-Laws.
4. The Association shall be represented judicially and extra-judicially by the Executive Director, who will abide by the resolutions of the Meetings of the Active members of the Association as well as by those of the Executive Committee.

5. The Association shall be assisted, and represented when necessary by an Advisory Council as stipulated in the By-Laws. Each active member of the Association is entitled to one person to serve on the Advisory Council, (Amended 4th meeting, 1955).
6. The meeting of the Active members shall at all times be entitled to nominate, suspend or dismiss the members of the Executive Committee and the Executive Director.

EIGHTH ARTICLE: The Caribbean Commission shall be invited to participate in the meetings of the Association without the right to vote.

NINTH ARTICLE: In the event of the liquidation, dissolution or winding-up of the Association, either voluntary or involuntary, or by operation of law, the Active Members shall have the power to dispose of the total assets of the Association in such manner as they, in the exercise of an absolute and uncontrolled discretion, may by a majority vote determine provided that such distribution shall be calculated exclusively to carry out the objects and purposes for which the Association is formed and shall not result in the distribution of any part of the net earnings of the Association for the benefit of any private individual.

TENTH ARTICLE: This Constitution may be amended upon the approval of such amendment by a vote of two-thirds of its Active Members present and voting at a Meeting duly convened and held as prescribed in the By-Laws. Any member of the Association may propose amendments to the Constitution for consideration of the Association at its next Meeting.

ELEVENTH ARTICLE: The meeting of the Active Members is entitled to stipulate everything in the By-Laws that has not been provided for in this Constitution.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this nineteenth day of May, 1952.

_____ for Government of Antigua

_____ for Government of Aruba

_____ for Government of Bonaire

_____ for Government of Curaçao

_____ for Government of Dominican Republic

_____ for Government of Grenada

_____ for Governments of Guadeloupe and
Martinique

_____ for Government of Republic of Haiti

_____ for Government of the Netherlands
Windward Islands

_____ for Government of Puerto Rico

_____ for Government of St. Kitts-Nevis-
Anguilla

_____ for Government of St. Lucia

_____ for Government of St. Vincent

_____ for Government of Virgin Islands of
the U.S.A.

_____ for Government of Surinam

_____ for Government of Trinidad & Tobago

_____ for Government of Barbados

BY-LAWS
of
CARIBBEAN TOURIST ASSOCIATION
(hereinafter called the "Association")

ARTICLE I

Meetings of Active Members

1. Meetings of the Association shall be held at such place as may be determined at the Annual Meetings.
2. The annual meeting of the Association shall be held during the month of May for the election of officers and for the transaction of general business. The Executive Director shall submit a draft Agenda to all members at least two months prior to the meeting. Any member may add items to the Agenda provided they are submitted in writing to the Executive Director within one month prior to the meeting. Notice of the time, place and object of such meeting shall be given to all members in writing.
3. Special meetings may be called by the Executive Director in cases of emergency. Notice of such meetings shall be in writing, or cable if necessary. Such notices shall specify the purpose for which the meeting is called. Special meetings may also be called upon the written request of any two active members and reason for requesting such meeting must be stated. (Amended 4th Meeting, 1955).
4. The voting rights of members shall be in accordance with the Constitution. Voting shall be by show of hands without prejudice to the rights of any member to call for a vote by secret ballot.
 - a. In case of a tie vote on matters other than those referring to persons the matter is considered to have been rejected.
 - b. In the case of voting for persons, a candidate must obtain on the first vote an absolute majority of the votes cast by the members present and voting.
 - c. If on the first vote no candidate obtains an absolute majority, a second vote will be taken between the two candidates who obtained the most votes.
 - d. In the event of a tie vote from application of "c", the result shall be determined by lot.
(Amended 4th Meeting, 1955)
5. A majority of the Active Members of the Association shall constitute a quorum.
6. The Chairman of the Annual General Meeting shall be elected at that meeting. All special meetings shall be presided over by the Chairman of the Executive Committee, or in the absence of such, a Chairman shall be elected by the meeting.

ARTICLE II

Executive Committee

1. The functions of the Executive Committee shall be to formulate matters of policy and generally to direct the business of the Association.
2. Actions of the Executive Committee shall be submitted for ratification at the next General Meeting.
3. The members of the Executive Committee shall receive no remuneration but may be compensated for travel and out-of-pocket expenses in connection with their duties for the Association.
4. The Chairmanship shall rotate among the members of the Executive Committee. During the first three years the following procedure shall apply:

The member elected for one year shall serve as Chairman during the first year.

The member elected for two years shall serve as Chairman during the second year of office.

The member elected for three years shall serve as Chairman during his third year of office.

Thereafter all members elected to the Committee shall serve three years and as Chairman of the Executive Committee during the last year of their term.

No member may be elected to the Executive Committee for two consecutive terms.

An alternate member shall be elected annually to fill any vacancy which may occur during the life of the Executive Committee. Such member shall fill the place and perform the duties of the member whose retirement created the vacancy.

5. Any member of the Executive Committee may be removed at any time, with or without cause by a majority vote of the Active Members at a meeting thereof called for that purpose.

ARTICLE III

Executive Director

1. The Association shall employ an Executive Director. The salary of the Executive Director and terms and conditions of employment shall be determined by the Association, which may delegate its authority to the Advisory Council.
2. The Executive Director shall be the chief executive officer of the Association and shall perform the duties incidental to that office. He shall have charge of the general management and control of the business and affairs of the Association; he shall have power to employ and discharge employees and agents of the Association. He shall submit recommendations regarding current and future budget requirements and budget allocations for the approval of the Active Members at the annual meetings and shall have power to make and sign contracts and agreements in the name of and on behalf of the Association provided that such contracts and agreements are within the allocations approved by the Active

Members. He shall render a report at each annual meeting of the operations of the Association during the preceding year. He shall attend all meetings of the Active Members and the Executive Committee. The Executive Director shall be ex officio a member of all Committees without a vote.

3. The Executive Director shall be bonded in a suitable amount to be determined by the Executive Committee annually. The premium for such bond shall be paid by the Association.

ARTICLE IV

Advisory Council

1. The Advisory Council shall advise the Association and make such reports to the Active Members as it may from time to time deem advisable. It shall have such other powers and duties as the Active Members may specifically delegate to it.

2. The Advisory Council may adopt its own rules of procedure.

3. The expenses of the Advisory Council shall be provided for in the budget.

ARTICLE V

Miscellaneous Provisions

1. The fiscal year of the Association shall be the calendar year.

2. All monetary transactions shall be operative on the signature of the Executive Director. The Executive Committee may designate an alternative signatory.

3. The records and books of the Association shall be kept at the office of the Executive Director. The Accounts of the Association shall be audited annually and the Auditor's Report submitted to the Active Members with a Statement of the Accounts not later than one month before the Annual Meeting.

ARTICLE VI

Indemnification of Active Members and Officers

Each Active Member or employee of the Association or member of the Executive Committee and Advisory Council shall be indemnified by the Association against reasonable expenses actually incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being, or having been, such Active Member or employee or member of the Executive Committee or Advisory Council, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be held liable for negligence or misconduct in the performance of his duties as such Active Member or employee or member of the Executive Committee and Advisory Council.

ARTICLE VII

Amendments of By-Laws

These By-Laws may be altered, amended or repealed at any meeting of the Active Members by vote of a majority of the Active Members.

19th May, 1952.

Revised - 19th July, 1955

CARIBBEAN TOURIST ASSOCIATION
475 FIFTH AVENUE
NEW YORK 17, N.Y.

MU 3-8731

HISTORY OF C.T.A.

REGISTRATION No. 991

CTA is an organization of peoples of all races, creeds and nationalities meeting together in a common cause. It is a small United Nations, and from its development, we now have many such associations, particularly in the travel field: Pacific Area Travel Association which patterned themselves after ours, European Travel Commission, etc.

As far back as 1941 Prime Minister Churchill and President Roosevelt met to discuss among the many problems for post war development, the problem of the development of the British and American Islands of the Caribbean.

Thus the Anglo-American Commission was created in 1942 by the joint declaration of the British and U.S. Governments as an advisory body to promote the general welfare and economic progress of the British and U.S. islands in the Caribbean.

It was recognized that one of the main industries which would bolster the economy of the islands was tourism. All the islands had ideal climate, beaches and a rich historical background which would be of great attraction to visitors.

During 1943-44, the Anglo-American Commission requested a survey to be made of the existing and potential possibilities which the Caribbean could offer the tourist.

Mr. Oscar deLima representing the U.S. State Department, and Mr. J. Stanton Robbins, the representative for the U.S. islands on the CTA Advisory Council assisted in the survey. Mr. Cyrus Judson of Alcoa Steamship Co., which is an Allied Member of CTA, also participated in the report.

In 1945 France and the Netherlands joined the Commission and it was renamed the Caribbean Commission.

The West Indian Conference of the Caribbean Commission called together in 1946, at Brooklyn, New York, a group of leading men who were experienced in tourism. Mr. Frank K. Bell, Vice President of Alcoa and presently on the CTA Advisory Council representing the British islands, and Mr. Oscar de Lima attended this meeting. This meeting developed the nucleus for the present day CTA. The plan was then submitted to the Caribbean governments for ratification.

1949 saw the establishment of the Caribbean Interim Tourism Committee under the sponsorship of the Caribbean Commission. Each Government appointed an experienced travel advisor in New York to serve in an honorary capacity. Mr. Leonard Bouman, Director of the Netherlands West Indies Tourist Bureau was appointed for his government, and Mr. Frank K. Bell for the British. Mr. delima represented the State Department. These three gentlemen have been on the Council since that time.

In 1952 at the annual meeting in Haiti, CITC became an autonomous organization, changing the name to the Caribbean Tourist Association. In Antigua, in 1953, the governments voted to move the headquarters to New York, N.Y., where it opened January 4, 1954.

The Caribbean Tourist Association is a non-profit foundation with the present governments represented - U.S. Virgin Islands (St. Thomas, St. Croix and St. John), Puerto Rico, Netherlands West Indies (Aruba, Bonaire, Curacao, Saba, St. Maarten and St. Eustatius), French West Indies (Martinique, Guadeloupe, St. Barthelemy, Ile de Sainte and St. Martin), Haiti, Surinam, Barbados, Trinidad and Tobago, the British Leeward and Windward Islands of Anguilla, Antigua, Nevis, St. Kitts, Dominica, Grenada, St. Lucia and St. Vincent.

A meeting is held each year at a different member island with the governments appointing delegates to the convention.

The objectives of the Caribbean Tourist Association are to encourage and assist in the development of the tourist industries throughout the Caribbean area by closer collaboration among the various countries concerned; augment and assist local promotion and development of the members; act as liaison between members and sources of capital for development projects; provide liaison between members and the travel industry; publicize and advertise the Caribbean area; encourage the promotion of adequate passenger transportation service to and within the area; negotiate with Governments through appropriate bodies for easing for regulations and formalities.

All the nations represented in the Caribbean Tourist Association are pledged to international cooperation. In opening the 1954 annual meeting, Lt. Governor L.C. Kwartsz of Aruba said: "The Caribbean Tourist Association is the one and only international organization of this sort in this area. It is a living example of what and how much people of different nationalities and creeds can achieve when they meet of their own free will on a friendly platform based on good will and faith, born out of a common, honorable and peaceful cause."

MARCH, 1956